

MAHINDRA LOGISTICS LIMITED
CONSTITUTION, POWERS, ROLE AND RESPONSIBILITIES OF BOARD COMMITTEES

SUMMARY OF BOARD COMMITTEE CONSTITUTION AS ON 30 JUNE 2021

Committees	Anish Shah	Rampraveen Swaminathan	Amit Kumar Sinha	S. Durgashankar	Ajay Mehta	Darius Pandole	Ranu Vohra	Avani Davda	Malvika Sinha	Naveen Raju	Dhananjay Mungale	Yogesh Patel
Audit Committee	PI	-	-	M	C	M	-	M	M	-	M	-
Nomination and Remuneration Committee	M	-	-	-	M	C	M	-	-	-	-	-
Risk Management Committee	-	M	-	-	-	-	M	C	M	-	-	PI
Stakeholders' Relationship Committee	-	-	-	M	M	C	-	-	-	M	-	-
Corporate Social Responsibility Committee	-	M	-	M	-	-	C	-	M	M	-	-
Investment Committee	-	M	-	-	-	C	-	-	-	-	-	-

C= Chairperson; M = Member, PI = Permanent Invitee

SUMMARY OF BOARD AND COMMITTEE MEETINGS FY 2021-22

Forum	Q1
Board of Directors	29 April 2021
Audit Committee	29 April 2021
Nomination and Remuneration Committee	29 April 2021
Risk Management Committee	28 April 2021
Stakeholders' Relationship Committee	-
Corporate Social Responsibility Committee	29 April 2021
Investment Committee	-

BRIEF CHANGES IN COMPOSITION/CHARTER OF BOARD COMMITTEES DURING Q1 FY2022

- Dr. Anish Shah - Inducted as Member of NRC Committee w.e.f. 29 April 2021;
- Ms. Malvika Sinha – Inducted as Member of CSR Committee w.e.f. 29 April 2021;
- Mr. Dhananjay Mungale – Inducted as Member of Audit Committee w.e.f. 29 April 2021;
- Mr. Ajay Mehta - Inducted as Member of the Stakeholders' Relationship Committee w.e.f. 29 April 2021

- Mr. V S Parthasarathy - ceased to Member of NRC w.e.f. 2 April 2021
- Mr. Parag Shah - ceased to Member of NRC, CSR, SRC, Investment Committee and RMC w.e.f. 29 April 2021;
- Alignment of terms of reference of NRC vide board approval 29 April 2021 with the authorities granted to NRC under SEBI (Share Based Employee Benefits) Regulations;
- Enhancement of role/terms of reference of RMC and Audit Committee to align with the amendment in SEBI Listing Regulations – vide board approval dated 1 June 2021;

DETAILED CONSTITUTION, POWERS, ROLE AND RESPONSIBILITIES OF BOARD COMMITTEES

AUDIT COMMITTEE

Constitution:

- Mr. Ajay Mehta - Chairman and Independent Director
- Mr. Darius Pandole - Member and Independent Director
- Ms. Avani Davda - Member and Independent Director
- Mr. S. Durgashankar - Member and Non-Executive Director
- Ms. Malvika Sinha - Member and Independent Director
- Mr. Dhananjay Mungale - Member and Independent Director

Permanent Invitee:

- Mr. Anish Shah – Chairman of the Board and Non-Executive Director

Meeting requirements:

At least four times in a year

Quorum:

Two or one-third of the Members of the Audit Committee whichever is **greater**, but there should be a minimum of two independent members present

Terms of reference of the Audit Committee:

The roles and responsibilities of the Audit Committee include the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, the financial statements with respect to its unlisted subsidiary (ies), in particular investments made by such subsidiary(ies);
5. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

- (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - (b) Changes, if any, in accounting policies and practices and reasons for the same;
 - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) Significant adjustments made in the financial statements arising out of audit findings;
 - (e) Compliance with listing and other legal requirements relating to financial statements;
 - (f) Disclosure of any related party transactions; and
 - (g) Modified opinion(s) in the draft audit report.
6. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
 7. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 8. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit Process;
 9. Approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;
Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2 (Zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.
 10. Scrutiny of inter-corporate loans and investments;
 11. Valuation of undertakings or assets of the Company, wherever it is necessary;
 12. Evaluation of internal financial controls and risk management systems;
 13. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 14. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 15. Discussion with internal auditors of any significant findings and follow up there on;
 16. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 17. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

18. Looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
19. Recommending to the Board of Directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;
20. Reviewing the functioning of the vigil mechanism;
21. Overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
22. Approval of appointment of chief financial officer (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
23. Review utilization of loans and/or advances from/investment by the holding company in the subsidiary (including foreign subsidiaries), which exceeds Rs. 100 crores or 10% of the asset size of the subsidiary, whichever is lower, including existing loans/advances/ investments;
24. To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., of the Company and its Shareholders; and
25. Carrying out any other functions required to be carried out by the Audit Committee in terms of applicable law.

Further, the Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee; and
6. Statement of deviations in terms of the SEBI Listing Regulations:
 - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of the SEBI Listing Regulations;
 - (b) Annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of the SEBI Listing Regulations.

The Audit Committee shall have the authority to investigate into any matter in relation to the items specified under the terms of reference or such other matter as may be referred to it by the Board and for this purpose, shall have full access to information contained in the records of the Company and shall have power to seek information from any employee, obtain external professional advice, and secure attendance of outsiders with relevant expertise if necessary.

NOMINATION AND REMUNERATION COMMITTEE

Constitution:

- Mr. Darius Pandole - Chairman and Independent Director
- Mr. Ajay Mehta – Member and Independent Director
- Mr. Ranu Vohra - Member and Independent Director
- Dr. Anish Shah- Member and Non-Executive Director

Meeting requirements:

At least once in a year

Quorum:

Two Members or one-third of the Members of the Committee, whichever is **greater**. With effect from 1st April 2019, the quorum of the Committee must include at least one Independent director.

Terms of reference of the Nomination and Remuneration Committee:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
2. The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:
 - The level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
3. Formulation of criteria for evaluation of independent directors and the Board;
4. Devising a policy on Board diversity;
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance (including independent director);
6. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of directors;
7. Recommend to the Board, all remuneration, in whatever form, payable, to Senior Management of the Company.
*Explanation: Senior Management shall have the same meaning as defined in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
8. To formulate, administer and monitor the Mahindra Logistics Limited – Key Executive Stock Option Scheme, 2012 (KESOS Scheme 2012) or the Mahindra Logistics Employee Restricted

Stock Unit Plan 2018 (RSU Plan 2018) or any other Employee Stock Option/Units Scheme(s) instituted by the Board from time to time;

9. To allot securities arising out of exercise of stock options/units pursuant to the Mahindra Logistics Limited – Key Executive Stock Option Scheme, 2012 (“KESOS Scheme 2012”) or the Mahindra Logistics Employee Restricted Stock Unit Plan 2018 (“RSU Plan 2018”) or any other Employee Stock Option Scheme(s) instituted by the Board and allotment of securities as may be delegated by the Board/approved by the shareholders of the Company from time to time;
10. To specify the manner for effective evaluation of performance of Board, its Committees and Individual Directors in terms of the applicable laws and review its implementation and compliance; and
11. Carrying out any other functions required to be undertaken by the Nomination and Remuneration Committee under applicable law.

RISK MANAGEMENT COMMITTEE

Constitution:

- Ms. Avani Davda – Chairperson and Independent Director;
- Mr. Ranu Vohra - Member and Independent Director;
- Mr. Rampraveen Swaminathan – Member and Managing Director & CEO;
- Ms. Malvika Sinha - Member and Independent Director

Permanent Invitee:

- Mr. Yogesh Patel – Chief Financial Officer

Quorum:

Two Members or one-third of the Members of the Committee, whichever is **greater**. With effect from 5th May 2021, the quorum of the Committee must include at least one member of the Board of Directors.

Meeting requirements:

At least twice in a year

The terms of reference Risk Management Committee:

1. To formulate a detailed risk management policy which shall include:
 - (a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - (b) Measures for risk mitigation including systems and processes for internal control of identified risks.
 - (c) Business continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
 4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
 5. To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;
 6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;
 7. To co-ordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board of Directors;
 8. To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary;
 9. Carrying out any other functions required to be carried out by the Risk Management Committee in terms of applicable laws or delegated by the Board from time to time.
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STAKEHOLDERS' RELATIONSHIP COMMITTEE

Constitution:

- Mr. Darius Pandole - Chairman and Independent Director
- Mr. S. Durgashankar - Member and Non-Executive Director
- Mr. Ajay Mehta - Member and Independent Director
- Mr. Naveen Raju - Member and Non-Executive Director

Meeting requirements:

At least once in a year

Quorum:

Two Members or one-third of the Members of the Committee, whichever is **greater**.

The terms of reference Stakeholders Relationship Committee:

1. Considering and resolving grievances of shareholders, debenture holders and other security holders;
2. Redressal of grievances of the security holders of the Company, including complaints in respect of allotment of Equity Shares, transfer of Equity Shares, non-receipt of declared dividends, annual reports, balance sheets of the Company, etc.;
3. Allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;
4. Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.; and

5. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;
6. Review of measures taken for effective exercise of voting rights by shareholders;
7. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
8. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
9. Carrying out any other functions required to be undertaken by the Stakeholders Relationship Committee under applicable law.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Constitution:

- Mr. Ranu Vohra - Chairman and Independent Director
- Mr. S. Durgashankar - Member and Non-Executive Director
- Ms. Malvika Sinha - Member and Independent Director
- Mr. Naveen Raju - Member and Non-Executive Director
- Mr. Rampraveen Swaminathan – Member and Managing Director & CEO;

Quorum:

Two Members or one-third of the Members of the Committee, whichever is **greater**

Terms of reference of the Corporate Social Responsibility Committee:

1. Formulate and recommend to the Board, a Corporate Social Responsibility Policy including the approach and direction given by the Board of the Company and guiding principles for selection, implementation and monitoring of activities, formulation of the annual action plan, activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 (“Act”) and such other matters as may be required by law;
2. Monitoring and implementation of the Corporate Social Responsibility Policy of the Company from time to time.
3. Formulate and recommend to the Board, an annual action plan, in pursuance of the Corporate Social Responsibility Policy including the following:
 - a. the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act along with the amount of expenditure to be incurred on the said activities;
 - b. the manner of execution of such projects or programmes;
 - c. the modalities of utilisation of funds and implementation schedules for the projects or programmes;
 - d. monitoring and reporting mechanism for the projects or programmes; and
 - e. details of need and impact assessment, if any, for the projects undertaken by the company;

- f. such other details as maybe deemed appropriate and specified under the Act and Rules framed thereunder;
 4. Formulate and recommend to the Board for its approval and implementation, the Business Responsibility ("BR") Policy (ies) of the Company covering such principles and matters and to amend/revise the same as may be required by the Listing Regulations from time to time:
 5. Appoint a Director who would be responsible for implementing the BR Policy (ies) and appoint a BR Head.
 6. Undertake periodical assessment of the BR performance of the Company and provide feedback to the Board.
 7. Review the draft of the Business Responsibility Report, Sustainability Report, if any, and recommend the same to the Board for its approval and inclusion in the Annual Report of the Company if statutorily required under Regulation 34(2)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 8. For effective implementation of all the above, the CSR Committee be authorised to perform all or any of the following functions:
 - (a) secure attendance of such other Directors of the Company or such other persons or professionals with relevant expertise to assist the Committee in its deliberations as may be considered necessary from time to time,
 - (b) delegate, in this connection, all or any of the powers herein conferred as it considers necessary to any Member of the Committee or to such other person(s) as the Committee may nominate or to any internal Committee/Council of the Company, including the power to execute such documents as may be required, within such Guidelines as the Committee may, from time to time fix;
 - (c) Any action taken pursuant to the authority conferred by this Resolution be reported to the Board from time to time.
 - (d) undertake impact assessment of the CSR Programmes/projects/activities from time to time, as maybe required;
 9. Carrying out any other functions as required to be carried out by the CSR Committee in terms of applicable law.
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INVESTMENT COMMITTEE

Constitution:

- Mr. Darius Pandole - Chairman and Independent Director
- Mr. Rampraveen Swaminathan - Member and Managing Director & CEO

Quorum:

At least two Directors present personally or through electronic means.

Terms of reference of the Investment Committee:

1. Receive, review and evaluate the proposal(s) from the existing promoter shareholders of Lords ("the prospective sellers") including determining the form, terms, timing and manner of execution of the Transaction including finalising the consideration, premium or discount, to be

offered and related or incidental matters, as the Committee in its absolute discretion deem fit and accept any modifications in the proposal(s) as may be in the best interest of the Company;

2. Negotiate, finalize, approve and execute any Memorandum of understanding/ binding term sheets, offers and any amendments and supplements thereto;
3. Prepare, finalize, approve, sign and execute the Memorandum of Understanding(s), Letter of Intents, Shareholders' Agreement(s), Share Purchase Agreement(s), and confidentiality agreements, any other agreements, contracts, deeds or documents, instruments as may be required or desirable in connection with the said Transaction (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;
4. To do all such acts, deeds, matters and things and execute all such other documents including making applications and seeking approvals as may be required;
5. Engage consultant(s), advisor(s), banker(s), counsel(s), advocate(s), solicitor(s), merchant banker(s), valuer(s), and all such agencies or entities, within and outside India ("Agencies"), as may be required for advising on the Transaction and to decide their fees, terms and conditions of appointment, and to modify the same, from time to time;
6. Approve and authorize all actions and sign all documents as may be deemed necessary and expedient to give full effect to this Resolution;
7. Authorise employee(s), official(s), authorized representative(s) of the Company to make, sign and submit necessary disclosures/intimations with respect to the acceptance of Binding Offer/term sheet/agreement(s) and/or on according final approval to the transaction to the Stock Exchanges and other appropriate stakeholders/regulators/authorities and comply with other statutory requirements in this regard subject to approval by the Committee, and such other approvals as may be necessary under the applicable laws;
8. Carrying out any other functions required to be carried out as authorized by the Board of the Company from time to time.
